

Eliezer Drew (ED0625)
Grushko & Mittman, P.C.
551 Fifth Avenue, Suite 1601
New York, New York 10176
(212) 697-9500
Attorneys for Plaintiff

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

ALPHA CAPITAL ANSTALT,

Plaintiffs,

- against -

NESS ENERGY INTERNATIONAL, INC.

Defendant.

-----X

STATE OF NEW YORK)

)

ss.:

COUNTY OF NEW YORK)

Eliezer Drew declares under penalty of perjury:

1. I am a member of the Bar of this Court and am associated with the firm of Grushko & Mittman, P.C. attorneys for plaintiff in the above-entitled action and I am familiar with all the facts and circumstances in this action.

Factual and Procedural Background

2. Defendant Ness Energy International, Inc. ("Ness" or the "Defendant") entered into a subscription agreement (the "Subscription Agreement") executed a promissory note on May 31, 2006 (the "Note").

3. The Defendant failed to comply with the terms of the Note and the Subscription Agreement.

4. An action was started on October 16, 2007 seeking damages for breach of

Index No.: 07 Civ. 9242(AKH)

**AFFIRMATION IN SUPPORT
OF AN ORDER TO SHOW
CAUSE FOR AN ORDER TO
TURN OVER ASSETS
PURSUANT TO RULE 69**

contract.

5. On January 18, 2008, this Court entered a default Judgment against Ness. Attached hereto as Exhibit A.

Post Judgment Events

6. The judgment entered on the docket of the Court on January 30, 2008.
7. The Defendant is the 100% owner of a Texas corporation named Ness Energy of Israel, Inc ("Ness Israel"). See, the Texas Franchise Tax Public Information Report filed by Ness Israel with the Texas Secretary of State attached hereto as Exhibit B.

8. Alan Stricklin, Chief Executive Officer for the Defendant, orally agreed to the representatives of the Plaintiff and again to me that Ness would consent to the transfer of the assets of Ness Israel to the Plaintiff in partial satisfaction of the amounts due on the Judgment.

9. I then drafted a document to memorialize the agreement that Ness would consent to the transfer of the assets of Ness Israel to the Plaintiff in partial satisfaction of the amounts due on the Judgment.

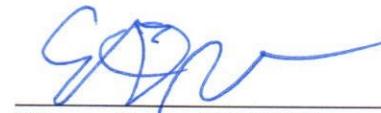
10. Despite numerous requests Mr. Stricklin has failed to sign the agreement to the transfer of the assets of Ness Israel to the Plaintiff in partial satisfaction of the amounts due on the Judgment.

11. As set forth in the accompanying Memorandum of Law, under the relevant Federal Rules and New York State law this court has the power to order the defendant to deliver assets it is holding to a judgment creditor to satisfy the judgment or a portion thereof.

12. Therefore, I respectfully request that the Court order the defendant, Ness Energy International, Inc. to immediately deliver the share certificates with duly executed indorsements representing the ownership of Ness Israel to counsel for the Plaintiff.

- 13. No prior application for the relief demanded herein has been made to any court.
- 14. I certify under penalty of perjury that the foregoing is true and accurate.

Dated: May 14, 2008
New York, New York



Eliezer Drew (ED0625)
Grushko & Mittman, P.C.
551 Fifth Avenue, Suite 1601
New York, New York 10176
(212) 697-9500
Attorneys for Plaintiff

Exhibit A

Heuerstein, J

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
ALPHA CAPITAL ANSTALT,

Plaintiffs,

Index No.: 07 Civ. 9242(AKH)

- against -

NESS ENERGY INTERNATIONAL, INC.

Defendant.

-----X
DEFAULT JUDGMENT

_____

This action having commenced on October 16, 2007, by the filing of the Summons and Complaint, and a copy of the Summons and Complaint having been personally served on the defendant, NESS ENERGY INTERNATIONAL, INC., November 1, 2007 by serving CSC Corporation, registered agent for the defendant, by personally delivering a true copy of the summons and complaint to CSC Corporation and leaving same with Linda Reed, CSA and proof of such service thereof was filed on December 24, 2007 and the defendant not having answered the Complaint, and the time for answering the Complaint having expired, it is

ORDERED, ADJUDGED AND DECREED: That the plaintiff have judgment against defendant in the liquidated amount of \$491,345.46 with interest at 15 % from 5/13/07 amounting to \$51,369.00 plus costs and disbursements of this action in the amount of \$ 420 amounting in all to \$543,035.30

Dated: New York, New York

January 18, 2008

Neil Heuerstein
U.S.D.J.

D This document was entered on the docket

on 1/18/08.

USDC SDNY
DOCUMENT
ELECTRONICALLY FILED
DOC #: 1/18/08
DATE FILED: 1/18/08

Exhibit B

05-102
(9-04/23)

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b. ■

05041191967

a. T Code ■ 13196

This report MUST be filed to
satisfy franchise tax requirements

Do not write in the space above

TEXAS FRANCHISE TAX PUBLIC INFORMATION REPORT

Corporation name and address

NESS ENERGY OF ISRAEL INC
2110 FORT WORTH HWY
WEATHERFORD TX 76086-48333319
156c. Taxpayer identification number
3-20121-5083-8d. Report year
2004

e. PIR / IND

1 ■ 4 ■

Secretary of State file number or, if none,
Comptroller unchartered numberItem k on Franchise
Tax Report, Form 05-142
9. ■ 0800237725

If the preprinted information is not correct, please type or print the correct information.

The following information MUST be provided for the Secretary of State (SOS) by each corporation or limited liability company that files a Texas Corporation Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

- Blacken this circle completely if there are currently no changes to the information preprinted in Section A of this report. Then, complete Sections B and C.

Corporation's principal office

Principal place of business

SECTION A. Name, title, and mailing address of each officer and director.

NAME	TITLE	DIRECTOR	Term expiration (mm-dd-yyyy)
SHA STEPHENS	DIRECTOR	<input checked="" type="checkbox"/> YES	
MAILING ADDRESS	4201 EAST INTERSTATE 20 SERVICE RD WILLOW PARK, TX 76087		
NAME	TITLE	DIRECTOR	Term expiration (mm-dd-yyyy)
MAILING ADDRESS			
NAME	TITLE	DIRECTOR	Term expiration (mm-dd-yyyy)
MAILING ADDRESS			
NAME	TITLE	DIRECTOR	Term expiration (mm-dd-yyyy)
MAILING ADDRESS			
NAME	TITLE	DIRECTOR	Term expiration (mm-dd-yyyy)
MAILING ADDRESS			

SECTION B. List each corporation or limited liability company, if any, in which this reporting corporation or limited liability company owns an interest of ten percent (10%) or more. Enter the information requested for each corporation or limited liability company.

Name of owned (subsidiary) corporation	State of incorporation	Texas SOS file number	Percentage interest
Name of owned (subsidiary) corporation	State of incorporation	Texas SOS file number	Percentage interest

SECTION C. List each corporation or limited liability company, if any, that owns an interest of ten percent (10%) or more in this reporting corporation or limited liability company. Enter the information requested for each corporation or limited liability company.

Name of owning (parent) corporation	State of incorporation	Texas SOS file number	Percentage interest
NESS ENERGY INTERNATIONAL INC.	Washington	32 00406 6059	100%

Registered agent and registered office currently on file. (See instructions if you need to make changes.)

Agent: CRAIG TOWSON

Office: 2110 FORT WORTH HWY
WEATHERFORD, TX 76086

- Blacken this circle if you need forms to change this information. Changes can also be made on-line at <http://www.sos.state.tx.us/corp/sosda/index.shtml>

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer or director and who is not currently employed by this corporation or limited liability company or a related corporation.

Officer, director, or other authorized person sign here <i>[Signature]</i> , CEO	Title CEO	Date 2/3/05	Daytime phone (Area code and number) (817) 391-1477 0000124
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UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK
Index No.: 07 Civ. ____ (____)

ALPHA CAPITAL ANSTALT

Plaintiff,

- against -

NESS ENERGY INTERNATIONAL, INC.

Defendant.

AFFIRMATION

Grushko & Mittman, P.C.
Attorneys for Plaintiff
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